

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:)	Chapter 11
)	
Varitalk, Inc.)	Case No. 09-16148
(TIN: 26-0660267))	
)	Hon. Benjamin Goldgar
Debtor.)	
_____)	_____
)	
Varitalk, Inc.,)	Adv. Pro. No. _____
)	
Plaintiff,)	
)	
vs.)	
)	
Mark Baker, a California resident,)	
Eclipse, LLC., a California LLC., and)	
Paulo Lanzarotti,)	
)	
Defendants.)	

DEBTOR'S COMPLAINT FOR INJUNCTIVE RELIEF
TO EXTEND STAY TO KEY INDIVIDUALS

Varitalk, Inc. ("Varitalk"), the debtor and debtor in possession in the above captioned chapter 11 case, for its complaint for injunctive relief to extend the stay to key individuals, states as follows.

1. Varitalk, Inc., the debtor and debtor in possession is a Delaware corporation with its principal place of business at 53 West Jackson Boulevard, Suite 1605 Chicago, Illinois 60604.
2. Mark Baker is a California citizen domiciled in Encino, California.

3. Eclips, LLC is a California Limited Liability Company with its principal place of business in Encino, California.
4. On information and belief Paulo Lanzarotti is a citizen of the United Kingdom with a residence in New York, NY.
5. On September 12, 2007, Mark Baker and Eclips, LLC filed a Complaint in the Los Angeles County Court, Los Angeles, CA, naming as Defendants Varitalk, Inc., Frederick Lowe, Derek Goldberg, and Stephen Drimmer. The Complaint alleged, amongst other things, Declaratory Relief for Correction of Inventorship on two U.S. Patents, currently listing Frederick Lowe as the sole Inventor and a registered assignment of all rights, ownership and otherwise, to Varitalk, Inc.
6. On October 12, 2007 Defendants Lowe and Varitalk removed the matter to the United States District Court for the Central District of California. The matter was assigned number 2:07-CV-6622 and was assigned to the Honorable Judge Valerie Baker Fairbank, United States District Court Judge.
7. After several Motions to Dismiss, an Amended Answer, Counterclaims, and Cross-Claims were filed, Discovery proceeded and the matter is currently Ordered for trial on May 5, 2009 at 8:30a.m. Pacific Daylight Time. *Baker v. Varitalk, Inc.*, et al.
8. On February 26, 2009, Paulo Lanzarotti filed a civil Complaint in the New York Supreme Court of the State of New York County of Kings. The Complaint alleged fraud, breach of employment contract, and breach of

fiduciary duty, amongst other causes of action. Frederick Lowe and Derek Goldberg were named as individual Defendants along with Varitalk, Inc., as a corporate Defendant. The Complaint was assigned Index No. 5794/09.

9. On March 30, 2009, Plaintiffs delivered copies of the Complaint and Summons through the Cook County Sheriff's Office to Varitalk, Inc. On April 29, 2009, Defendants removed the matter to the United States District Court for the Eastern District of New York.
10. On May 4, 2009, Varitalk, Inc., filed a Petition for Bankruptcy Relief as provided under Chapter 11 of the Bankruptcy Code.
11. Varitalk, Inc., is required by its bylaws and a Resolution of the Board of Directors to indemnify Frederick Lowe, Derek Goldberg, and Stephen Drimmer, for the costs of the litigation in these, and any matters, including reasonable attorneys fees, and any fines, judgments, or penalties imposed as a result of these or any litigation.
12. Derek Goldberg is the President of Varitalk, Inc., and a Director of the Corporation.
13. Frederick Lowe is the Chairman of the Board of Directors and the Secretary/Treasurer.
14. Varitalk, Inc., is a small business with twenty-one employees as of December 31, 2008, of which sixteen were located in Varitalk's Chicago, Illinois office at 53 West Jackson Boulevard, the remaining five in Los Angeles, California. Since December 31, 2008, and in large part because of the distraction and

financial costs of the litigation lodged against it, Varitalk has been required to release or accept resignations from eight employees, six from its Chicago office.

15. Varitalk provides personalized media applications under its patented method and system for concatenating media files. Its primary revenue source is derived from combining its technological ability to combine media files with award-winning creative marketing, writing, and strategy for entertainment and brand marketing.
16. By combining these skills and talents, Varitalk has enjoyed providing Internet and telephony-based marketing and advertising support for many Fortune 500 companies, including Walt Disney, and several of its subsidiaries, NBC/Universal, and several of its subsidiaries, Paramount Pictures, MetroGoldwynMayer, and others.

CONCLUSION

WHEREFORE, Varitalk respectfully requests that the Court enter a Temporary Restraining Order that:

- 1) Enjoins the continuation of the litigation currently pending in the United States District Court for the Central District of California, 2:07-CV-6622, *Baker v. Varitalk, et. al.* as to the debtor Varitalk and the individual Defendants in that suit, Stephen Drimmer, Frederick Lowe, and Derek Goldberg; and

2) Enjoins the United States District Court for the Eastern District of New York from continuing the litigation in *Lanzarotti v. Varitalk et al*, as to the debtor, Varitalk, and the named individual Defendants, Frederick Lowe and Derek Goldberg.

3) Provides such further relief as is just and proper.

Respectfully Submitted,

Varitalk, Inc.

By: /s/
One of Its Attorneys

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